

State of Idaho

Office of the Secretary of State

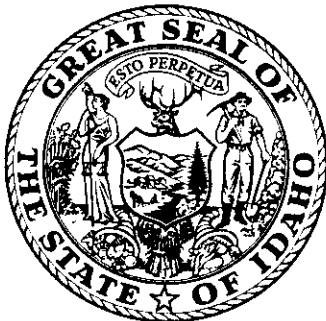
**CERTIFICATE OF AUTHORITY
OF
AMERICA'S HEALTH CARE/RX PLAN AGENCY, INC.**

File Number C 155906

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 9 August 2004



Ben Yursa

SECRETARY OF STATE

By

Sally Lloydf

FILED EFFECTIVE



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2004 AUG -9 AM 11:48
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is:
America's Health Care/Rx Plan Agency, Inc.
- The name which it shall use in Idaho is: _____
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 4/28/03
- The address of its principal office is:
200 W. Madison St. ste 550 Chicago, IL 60606
- The address to which correspondence should be addressed, if different from item 5, is:

- The street address of its registered office in Idaho is: 5527 Kendall Street Boise, ID 83706
and its registered agent in Idaho at that address is: Corporate Creations Network, Inc.
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
Michael Owens	President	200 W. Madison St. ste 550 Chicago, IL 60606
Michael Owens	Secretary	200 W. Madison St. ste 550 Chicago, IL 60606
Peter W. Nauert	Director	200 W. Madison St. ste 550 Chicago, IL 60606
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 8/6/04

Signature: [Signature]

Typed Name: Michael Owens, President

Capacity: by Benjamin Murphy atty in fact

Customer Acct # : _____

(if using pre-paid account)

Secretary of State use only

If expedited, copy to: expedites@state.idaho.gov
turn in application for certificate of authority, profit form
Revised 07/2002

IDAHO SECRETARY OF STATE
08/09/2004 05:00
CK: 5914 CT: 150663 BH: 759775
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 155-906

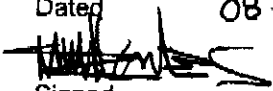
POWER OF ATTORNEY

POWER OF ATTORNEY made this 28th day of July, 2004.

1. Insurance Capital Management, Inc., a Delaware corporation, of 200 West Madison Street, Suite 550, Chicago, Illinois 60606, hereby appoints BENJAMIN MURPHY of 200 West Madison Street, Suite 550, Chicago, Illinois 60606, as its attorney-in-fact ("agent") to act on behalf of and in its name with respect to the following activities:

To sign, acknowledge, deliver, receive, and otherwise handle on behalf of said corporation all documents relating to entity formations, foreign state qualifications, amendments thereto, entity dissolutions and/or revocations of applications to transact business, state annual reports, and/or change of registered agent and/or office.

2. This power of attorney shall become effective upon the signing and witnessing of this document.
3. This power of attorney shall be in effect until affirmatively terminated.

Dated 08-02-04

Signed
Michael Owens, PRESIDENT
Insurance Capital Management, Inc.

THIS POWER OF ATTORNEY WILL NOT BE EFFECTIVE UNLESS IT IS NOTARIZED

State of Illinois
County of Cook

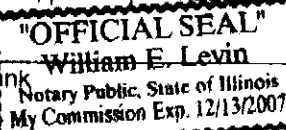
The undersigned, a notary public in and for the above county and state, certifies that Michael Owens, known to me to be the same person whose name is subscribed as President of Insurance Capital Management, Inc. to the foregoing power of attorney, appeared before me in person and acknowledged signing and delivering the instrument as the free and voluntary act of the principal, for the uses and purposes therein set forth.

Dated: 8-2-04


Notary Public

WILLIAM E. LEVIN
Name typed, printed, or stamped

Title or rank



Serial Number (if applicable)

My commission expires _____.

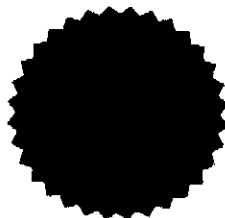
This document was prepared by:
Name: Margaret K. Cook, Corporate Creations Chicago L.L.C.
Address: 3023 N. Clark St. #318, Chicago, IL 60657

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICA'S HEALTH CARE/RX PLAN AGENCY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF AUGUST, A.D. 2004.



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040573426

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3278238

DATE: 08-05-04